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December 19, 2005

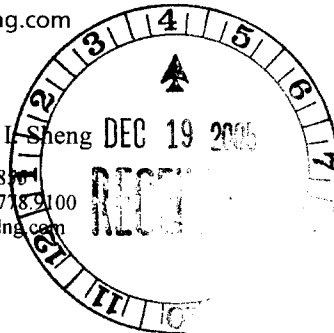
Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

FILED

TRANSPORTATION BOARD

Janie C. I. Sheng DEC 19 2005
202.778.9800
Fax: 202.778.9100
jsheng@klmg.com



215383

RE: Finance Docket No. 34801
Western New York & Pennsylvania Railroad, LLC
-- Lease And Operation Exemption -- Line Owned And
Operated By Norfolk Southern Railway Company

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Western New York & Pennsylvania Railroad, LLC Notice of Exemption** filed pursuant to 49 C.F.R. § 1150.42. I have also enclosed a check in the amount of \$1500.00 made payable to "Secretary, Surface Transportation Board" for the filing fee.

Please acknowledge receipt of this filing by countersigning the attached copy of this letter.

Should any questions arise regarding this filing, please feel free to contact me. Thank you for assistance in this matter.

Respectfully submitted,

Janie Sheng
Attorney for Western New York &
Pennsylvania Railroad, LLC

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34801

WESTERN NEW YORK & PENNSYLVANIA RAILROAD, LLC
-- LEASE AND OPERATION EXEMPTION --
LINE OWNED AND OPERATED BY NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
OF
WESTERN NEW YORK & PENNSYLVANIA RAILROAD, LLC
PURSUANT TO 49 C.F.R. § 1150.42

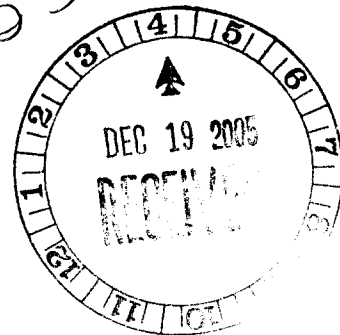
FILED
DEC 19 2005
TRANSPORTATION BOARD

Kevin M. Sheys
Janie Sheng
Kirkpatrick & Lockhart Nicholson Graham LLP
1800 Massachusetts Avenue – 2nd Floor
Washington, DC 20036
(202) 778-9000

ATTORNEYS FOR WESTERN NEW YORK
& PENNSYLVANIA RAILROAD, LLC

Dated: December 19, 2005

215 383



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34801

WESTERN NEW YORK & PENNSYLVANIA RAILROAD, LLC
-- LEASE AND OPERATION EXEMPTION --
LINE OWNED AND OPERATED BY NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
OF
WESTERN NEW YORK & PENNSYLVANIA RAILROAD, LLC
PURSUANT TO 49 C.F.R. § 1150.42

Pursuant to 49 C.F.R. § 1150.41 et seq., Western New York & Pennsylvania Railroad, LLC ("WNYP"), a Class III rail carrier, hereby files this Verified Notice of Exemption to lease and operate certain rail lines owned and currently operated by Norfolk Southern Railway Company ("NSR") between Meadville, Pennsylvania and Rouseville, Pennsylvania, comprising a total of approximately 45.25 route miles in Crawford and Venango Counties (collectively referred to herein as the "Subject Line").

In accordance with the requirements of 49 C.F.R. § 1150.43, WNYP submits the following information:

49 C.F.R. § 1150.42(e)
Advance Notice

The projected annual revenue of the Subject Line, together with WNYP's projected annual revenue, will not exceed \$5 million. Accordingly, the requirements of 49 C.F.R. § 1150.42(e) do not apply to this transaction.

49 C.F.R. § 1150.43(a)
Name and Address of Applicant

The full name and address of the Class III rail carrier applicant herein is as follows:

Western New York & Pennsylvania Railroad, LLC
69 South Dow Street
Falconer, NY 14733

49 C.F.R. § 1150.43(b)
Applicant's Representative

WNYP's representative to whom correspondence regarding this transaction should be addressed is as follows:

Kevin M. Sheys
Kirkpatrick & Lockhart Nicholson Graham LLP
1800 Massachusetts Avenue – 2nd Floor
Washington, DC 20036
(202) 778-9000

49 C.F.R. § 1150.43(c)
Statement Concerning Agreement

WNYP has entered into an agreement with NSR providing for WNYP's lease and operation of the Subject Line.

49 C.F.R. § 1150.43(d)
Operation of the Property

WNYP will be the operator of the Subject Line.

49 C.F.R. § 1150.43(e)
Summary of the Transaction

Pursuant to an agreement between WNYP and NSR, WNYP will lease and operate the Subject Line, which generally extends between Meadville, Pennsylvania and Rouseville, Pennsylvania. The Subject Line is located in Crawford and Venango Counties, Pennsylvania. The total distance of the rail line to be leased and operated by WNYP is approximately 45.25 route miles. The end points of the Subject Line are as

follows: the Meadville Industrial Track between milepost 102.3 and milepost 105.5; the Franklin Secondary Track between milepost 0.0 (which connects with the Meadville Industrial Track at milepost 105.42) and milepost 23.0; the Franklin Industrial Track between milepost 23.0 and milepost 33.6; the Titus Industrial Track between milepost 137.32 and milepost 133.8, and between milepost 137.32 and milepost 137.5; and the Oil City Industrial Track between milepost 0.0 and milepost 2.0, and between milepost 132.25 and the end of track at milepost 129.5.¹ NSR will retain overhead trackage rights over the portion of the Subject Line from approximately milepost 102.3 to milepost 105.5. The parties intend to consummate this transaction on or soon after the date this Notice of Exemption becomes effective.

The name and address of the owner and current operator of the Subject Line is as follows:

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

49 C.F.R. § 1150.43(f)
Map

Maps indicating the area served by the Subject Line, including origins, termini, stations, cities and counties, is attached as Exhibit A to this Notice.

49 C.F.R. § 1150.43(g)
Certification of Class III Status

A certificate complying with the provisions of 49 C.F.R. § 1150.43(g) is attached as Exhibit B to the Notice. Based on projected revenues for the Subject Line, WNYP will remain a Class III rail carrier after consummation of the transaction proposed herein.

¹ All milepost designations are approximate.

49 C.F.R. Part 1105
Environmental/Historic Preservation Data

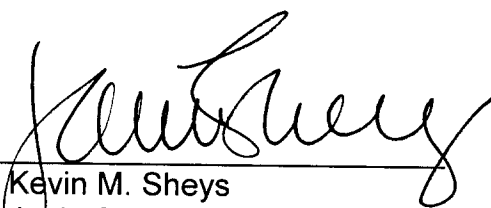
Under 49 C.F.R. § 1105.6(c)(2)(i), the proposed lease and operation of the Subject Line by WNYP is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations (i.e. changes which exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5)).

Under 49 C.F.R. § 1105.8(b)(3), the proposed lease and operation of the Subject Line by WNYP also is exempt from historic preservation reporting requirements. WNYP's lease of the Subject Line is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to abandon any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

49 C.F.R. § 1150.44
Caption Summary

A caption summary in the appropriate form is attached as Exhibit C to the Notice.

Respectfully submitted,

By: 
Kevin M. Sheys
Janie Sheng
Kirkpatrick & Lockhart Nicholson Graham LLP
1800 Massachusetts Avenue – 2nd Floor
Washington, DC 20036
(202) 778-9000

**ATTORNEYS FOR WESTERN NEW YORK
& PENNSYLVANIA RAILROAD, LLC**

Dated: December 19, 2005

VERIFICATION

State of New York)
) ss:
County of Livingston)

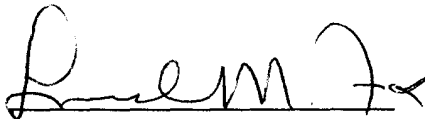
William D. Burt, being duly sworn, deposes and says that he is the President of Western New York & Pennsylvania Railroad, LLC, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that to the best of his information and belief the same are true as stated.



William D. Burt
President and Chief Operating Officer
Western New York & Pennsylvania
Railroad, LLC

SUBSCRIBED AND SWORN TO

before me this 8th day
of December __, 2005



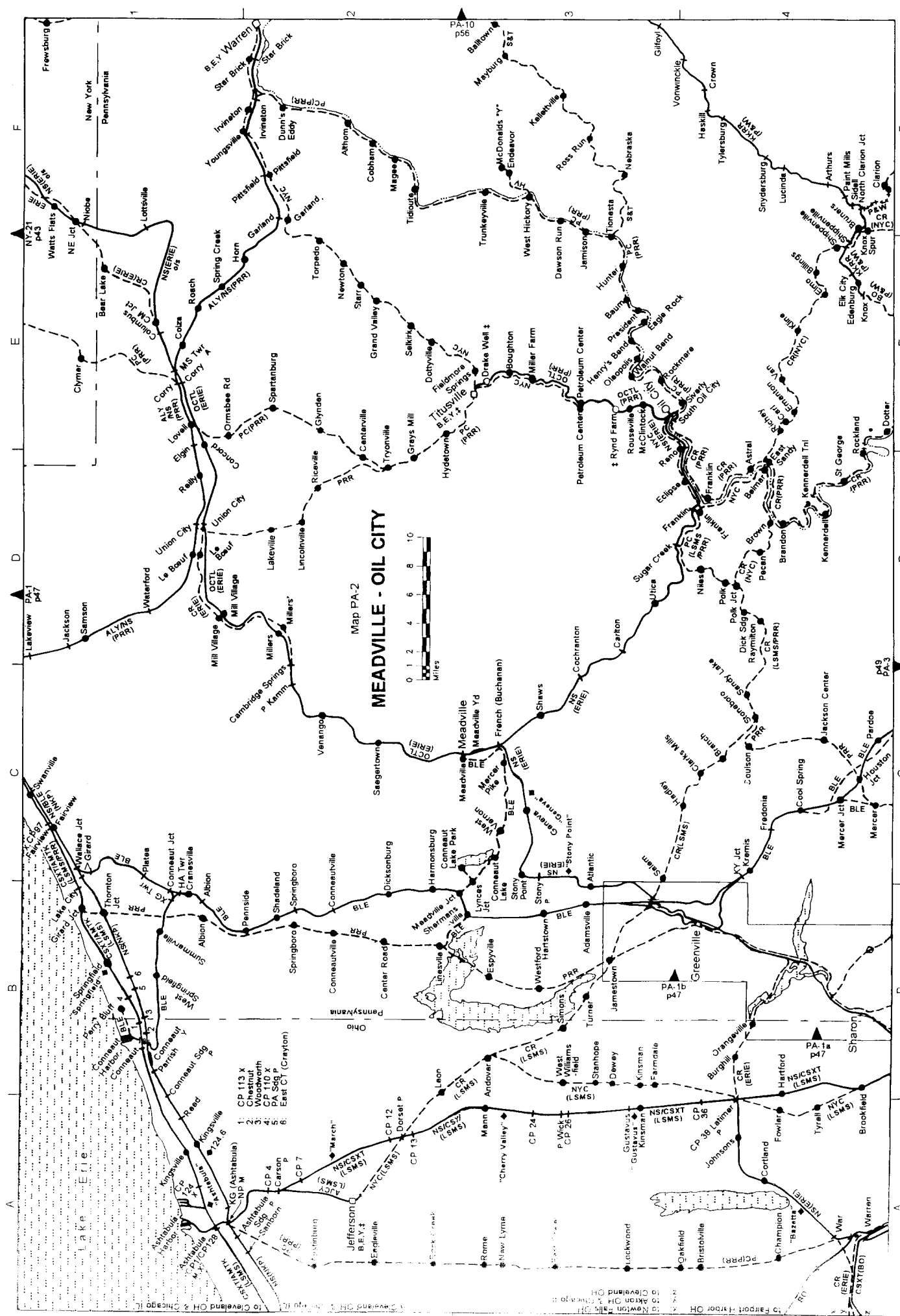
Notary Public

My Commission expires: 8/10/06

LINDA M. FOX
No. 01F05000242
Qualified in Livingston County
My Commission Expires 8/10/06

EXHIBIT A

MAPS

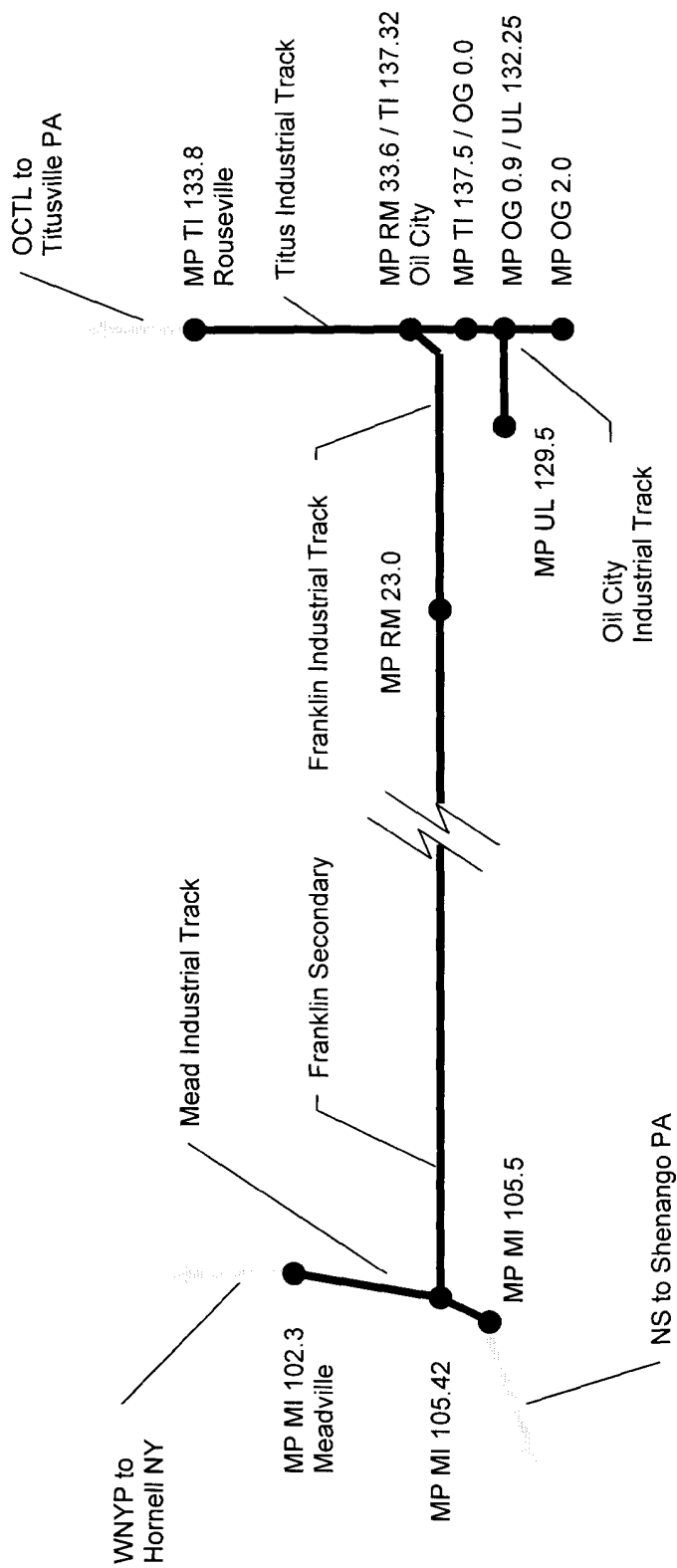


MEADVILLE - OIL CITY

Map PA-2



Meadville - Oil City



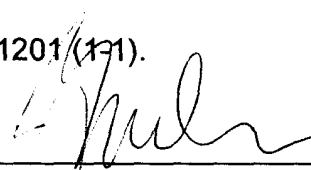
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EXHIBIT B

State of New York)
) ss:
County of Livingston)

CERTIFICATION

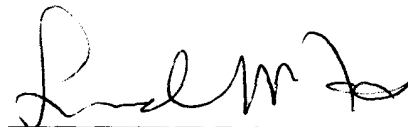
William D. Burt, being duly sworn, certifies that to the best of his information and belief the projected revenues of Western New York & Pennsylvania Railroad, LLC upon consummation of the proposed transaction will not result in the creation of a Class I or Class II rail carrier under the provisions of 49 C.F.R. § 1201(1-1).



William D. Burt
President and Chief Operating Officer
Western New York & Pennsylvania
Railroad, LLC

SUBSCRIBED AND SWORN TO

before me this 8th day
of December __, 2005



Notary Public

My Commission expires: 3/10/06

LINDA M. FOX
No. 01F05000242
Qualified in Livingston County
My Commission Expires 3/10/06

Exhibit C

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

FINANCE DOCKET NO. 34801

**WESTERN NEW YORK & PENNSYLVANIA RAILROAD, LLC
-- LEASE AND OPERATION EXEMPTION --
LINE OWNED AND OPERATED BY NORFOLK SOUTHERN RAILWAY COMPANY**

Western New York & Pennsylvania Railroad, LLC ("WNYP"), a Class III rail carrier, has filed a Verified Notice of Exemption to lease and operate a rail line owned and operated by the Norfolk Southern Railway Company ("NSR") between Meadville, Pennsylvania and Rouseville, Pennsylvania, comprising a total of approximately 45.25 route miles in Crawford and Venango Counties (the "Subject Line"). The end points of the Subject Line are as follows: the Meadville Industrial Track between milepost 102.3 and milepost 105.5; the Franklin Secondary Track between milepost 0.0 (which connects with the Meadville Industrial Track at milepost 105.42) and milepost 23.0; the Franklin Industrial Track between milepost 23.0 and milepost 33.6; the Titus Industrial Track between milepost 137.32 and milepost 133.8, and between milepost 137.32 and milepost 137.5; and the Oil City Industrial Track between milepost 0.0 and milepost 2.0, and between milepost 132.25 and the end of track at milepost 129.5.² NSR will retain overhead trackage rights over the portion of the Subject Line from approximately milepost 102.3 to milepost 105.5.

² All milepost designations are approximate.

Comments must be filed with the Board and served on Kevin M. Sheys, Kirkpatrick & Lockhart Nicholson Graham LLP, 1800 Massachusetts Avenue, N.W., 2nd floor, Washington, DC 20036; (202) 778 - 9000.

This notice is filed under 49 C.F.R. § 1150.41. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Date: _____

By the Board

Vernon A. Williams – Secretary